

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE

ZAPFRAUD, INC.)	
)	
Plaintiff,)	C.A. No. 19-1691 (CFC)
)	
v.)	
)	
PROOFPOINT, INC.,)	
)	
Defendant.)	

**DECLARATION OF JOHN DIALS IN SUPPORT OF DEFENDANT PROOFPOINT,
INC.'S MOTION TO TRANSFER VENUE**

I, John Dials, declare as follows:

1. I am currently employed as in-house legal counsel for Proofpoint, Inc. ("Proofpoint"). The statements made in this declaration are based on information obtained from documents, my own personal knowledge, and other information in the possession, custody, or control of Proofpoint, which I believe to be true and correct. If called as a witness, I could and would competently testify to the matters set forth herein.

2. Proofpoint Inc. is headquartered in Sunnyvale, California. Proofpoint makes its primary operation, marketing, sales, pricing, and finance decisions at its Sunnyvale headquarters.

3. Proofpoint has 922 total employees in northern California. Among these 922 employees, 886 work at Proofpoint's offices in Sunnyvale or San Francisco, and 36 work remotely from various locations in northern California.

4. Proofpoint has no offices or physical facilities in Delaware. Three Proofpoint employees work remotely in Delaware. Based on their roles at Proofpoint, I do not expect them

to have any discoverable information about, or unique roles related, to the accused products or patented technology.

5. The research and development team for Proofpoint Email Protection and Proofpoint Essential works at Proofpoint's Sunnyvale headquarters. The vast majority of the research and development team for Email Fraud Defense work in Colorado. No research and development for any of Proofpoint Email Protection, Proofpoint Essential, or Email Fraud Defense occurs in Delaware.

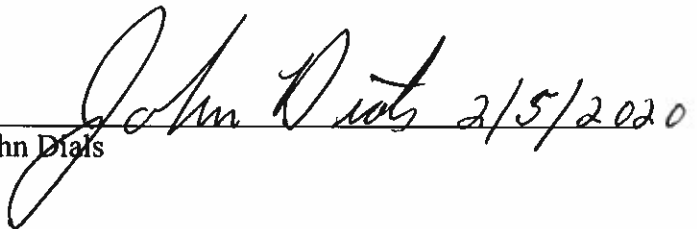
6. Most of the research and development team for Proofpoint's Impostor Classifier feature work at Proofpoint's Sunnyvale headquarters, although there is at least one related data scientist who resides in Canada. No research and development for Proofpoint's Impostor Classifier feature occurs in Delaware.

7. Mike Lee, Director of Product Management is an individual with potentially relevant knowledge about Proofpoint's Impostor Classifier feature, Proofpoint Email protection, and Proofpoint Essential.

8. David Knight, a Proofpoint executive, attended the meeting between ZapFraud and Proofpoint at Proofpoint's Sunnyvale California headquarters in 2015. David Knight resides in northern California. There were no Delaware residents at this meeting.

I declare under penalty of perjury that the foregoing is true and correct to the best of my personal knowledge after a reasonable investigation.

Executed February 5, 2020


John Diets 2/5/2020